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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

Via UPS 2nd DAY AIR

January 3, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 4, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Arkansas Lime Company
5429 LBJ Freeway
Suite 230
Dallas, TX 75240

A description of the railroad equipment covered by the enclosed document is for twenty (20) hopper cars: having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(ARL1001)

JAN 05 '12 -3 10 PM

ASSGN. NO.: ARLI001

MEMORANDUM OF LEASE

SURFACE MINING BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of November, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Arkansas Lime Company ("Lessee"), an Arkansas corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 4, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 4, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMAS
PRESIDENT

Title: _____

By: Susan GrokulskyName: SUSAN GROKULSKY
ASSISTANT DIRECTOR
Title: OF DOCUMENTATIONExecuted on this 4th day of November 2011.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

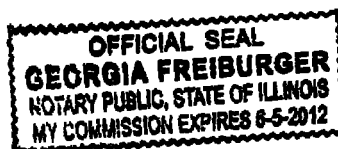
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November 2011

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)



LESSEE:

ARKANSAS LIME COMPANY

ATTEST:

By: Amanda McKeag
Name: Amanda McKeag
Title: Logistics/Transportation Manager

By: Dave Leymeister

Name: Dave Leymeister

Title: Vice President Sales/Marketing

Executed on this 28th day of October, 2011.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF DALLAS

I, Karen Hoagland, a Notary Public of the County and State aforesaid, certify that Dave Leymeister personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of October, 2011.

Karen Hoagland
Notary Public

Commission Expires:

(Notary Public)



EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: Covered hopper Cars

CAR NUMBERS:

FURX	822804
NDYX	475281
NDYX	475310
NDYX	822209
NDYX	822263
NDYX	822269
NDYX	822311
NDYX	823337
NDYX	824569
NDYX	824579
NDYX	824626
NDYX	824840
NDYX	824988
NDYX	827710
NDYX	827725
NDYX	828706
NDYX	828756
NDYX	830560
NDYX	830743
NDYX	831237